

**PX 343**

**From:** Scott Grandt <sgrandt@AltaMesa.net> on behalf of  
Scott Grandt <sgrandt@AltaMesa.net>  
**Sent:** Sunday, November 4, 2018 5:07 PM  
**To:** Hal H. Chappelle <hchappelle@AltaMesa.net>; Tim Turner <tturner@AltaMesa.net>  
**Cc:** Craig Collins <CCollins@kingfishermidstream.net>  
**Subject:** Re: Follow up

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Agree on the less downtime sensitivity comments. Not sure who I talked with about that Friday (maybe Kevin and Tim) but same thoughts it sounds like. Can 5 months come back down to 3? Does the e/w direction impact narrow? Etc.

I can be fairly available for calls or sessions with RS folks this week. Having not been the person directly engaging with them I'll take talks lead on next steps. I would say ultimately sharing the case we have along with an upspacing case is what will frame a board discussion so if we share where we are I don't see any downside.

Get Outlook for iOS

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**From:** Hal H. Chappelle  
**Sent:** Sunday, November 4, 2018 11:01:41 AM  
**To:** Tim Turner  
**Cc:** Scott Grandt; Craig Collins  
**Subject:** Re: Follow up

Agree, Tim. I suggest you reach out to Mark via email and invite a discussion tomorrow, as well.

Sent from my iPhone

On Nov 4, 2018, at 10:57 AM, Tim Turner <tturner@AltaMesa.net> wrote:

I think it would be wise to preempt their report with our thinking. I think they will have a similar view, but we should push to run with our plan. We could show some of the slides from Friday and tell them we are looking at 5-7 wells per section. In addition, we have modeled 10, 8, 6 rig scenarios and we're currently modeling 4 to see how this plays out in getting CF positive.

Scott, on Friday Hal and I talked about downtime. In particular, we should talk to Mike about modeling frac hits. If we're drilling half the wells per section, we have less water to recover. With parent ESP's we should get to recovery faster. I don't think this should be a guidance case, but certainly an upside case once we settle on the rig case we want to budget.

Tim

On Nov 4, 2018, at 8:49 AM, Hal H. Chappelle <hchappelle@AltaMesa.net> wrote:

See my note to Randy. I understand from Jim that the "Meridian oil" group has not yet sent their report to Riverstone. I think that means we should follow up with Mark, John, and Randy regarding our approach to spacing, rig count, etc. Also, they still need to incorporate midstream assumptions and viewpoints into their material. So, I am going to suggest to Randy that we (A) have a follow up with Mark and John regarding spacing and testing, and (B) have a discussion with at least Craig and Scott with their

team. I realize that our week is busy enough, but this is Jordan constituent with whom we need to deal efficiently.. I would appreciate your thoughts, comments, and recommendations in this regard

Sent from my iPhone

Begin forwarded message:

**From:** [hchappelle@AltaMesa.net](mailto:hchappelle@AltaMesa.net)  
**Date:** November 4, 2018 at 8:38:37 AM CST  
**To:** [rlimbacher@riverstonellc.com](mailto:rlimbacher@riverstonellc.com)  
**Subject:** Follow up

Randy - trust all is well. Would you be available tomorrow to have an update on our planning / budgeting process? I think it would be constructive to review some of the fundamentals with which we are dealing (spacing, rig count, etc all feeding the cash flow outlook), as well as midstream.

11 am would be best for me.

Hal

Sent from my iPhone

**PX 344**

**From:** Hal H. Chappelle <hchappelle@AltaMesa.net> on behalf of  
Hal H. Chappelle <hchappelle@AltaMesa.net>  
**Sent:** Thursday, December 13, 2018 8:52 PM  
**To:** Mike E. Ellis <mellis@AltaMesa.net>  
**Cc:** Gene Cole <gcole@AltaMesa.net>  
**Subject:** Re: Accomplishments

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Thanks, Mike. First I have never thought Kevin is trying to get anyone fired ... and his voice isn't that influential anyway ... all I've heard from him on a technical basis is admiration for both you and Gene ... i literally read Kevin's note as him saying he disagrees that it's a given that we need more stages/points of initiation. I've heard him say how frustrated he is that he and Gene don't get along — and he's acknowledged the responsibility for that is on him, too.

That said, he should NOT have offered that opinion in this situation. He needs to be careful what he says, to whom, and when.

Hal

Sent from my iPhone

On Dec 13, 2018, at 2:15 PM, Mike E. Ellis <mellis@AltaMesa.net> wrote:

**Exhibit**  
**CP- 0105**  
3/1/2023  
Cole

Hal,

I am probably over reacting but feel Kevin is trying to get Gene and me fired. In my opinion, Gene is the most important engineer here. So I don't feel I need to brag on Gene. I wanted to get this list of my strengths/achievements to you in case you needed it with Jim. Hal, I totally appreciate you and will stand with you or behind you any day.

1) Most Knowledgeable of Kingfisher County. I have touched every page of the about 550 well files in EHU, LNU and LSEOU. I am pretty high on the list of Knowledgeable people regarding our area. Pete Brown is the only one I can readily think of that I would acknowledge has more knowledge.

2) Forward Thinking.

A) This is what God has gifted me with. You will remember that Gene and I gave a warning sign about our lack of confidence in the children wells (particularly the upper bench), at the Friday morning meeting in the Woodlands.

B) Another example is my pushing the Woodford idea. I have been pushing for a long time. We did the Logan County idea, but for various reasons the Woodford in Kingfisher County had been pushed off. It is a big opportunity that we need to attempt.

C) It was my idea to initiate the Reservoir Simulation Group and utilize SLB for some of the initial work. Currently, that has allowed us to change our strategy as we recognize drilling an 8 well even spaced wine rack is not working commercially.

D) It was Hal's idea to get more aggressive with ESPs. It was my Frac Hit data analysis that headed us to concentrating on Frac Hit wells and Parent wells that were getting Frac hit by the children. If it weren't for me, I would be concerned that it would had been more trial and error.

E) I have been doing the Acidizing analysis. We do not have this tool optimized, but there are some encouraging results.

F) Most proactive on earthquake avoidance. Still feel passionate about it.

3) Production Engineer. "Protecting the Base Production" is our most important goal for 2019. Gene, Jeff and I are each outstanding Production Engineers. Bruce Hinkle and I have worked well together (with Janice Freet assisting me). I am proud of that production curve.

**PX 345**

**REDACTED IN ITS ENTIRETY**

**PX 346**



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**From:** Jim Hackett [jhackett@AltaMesa.net]  
**on behalf of** Jim Hackett <jhackett@AltaMesa.net> [jhackett@AltaMesa.net]  
**Sent:** 12/16/2018 1:35:28 PM  
**To:** Randy Limbacher [RLimbacher@riverstonellc.com]; John Campbell [JCampbell@riverstonellc.com]; Mark Castiglione [MCastiglione@riverstonellc.com]  
**Subject:** Confidential

Info only. The headings on the pattern results seems misleading, giving the impression that results were much better than they were across all patterns. Again, no corporate level returns are computed to justify the past or current plans.  
Jim

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**From:** Hal Chappelle <hchappelle@AltaMesa.net>  
**Date:** Sunday, December 16, 2018 at 12:58 PM  
**To:** Jim Hackett <jhackett@AltaMesa.net>  
**Cc:** Scott Grandt <sgrandt@AltaMesa.net>, Tim Turner <tturner@AltaMesa.net>, Mike Ellis <mellis@AltaMesa.net>  
**Subject:** Pattern Learning / Progression

Jim, as I mentioned in our text exchange late Friday, the reservoir leadership team collaborated on a look-back assessment of the maturation of pattern dynamics ... from that, Tim & Mike created the material in the attachment. I intend to have this additional information available for discussions on spacing with the Board should it be helpful. Keys:

- Slide 8 diagrams the timing of patterns
- Slides 9 through 11 show the key insight of how pattern cumulative production gave earlier-period results consistent-with-to-better-than our initial assumptions of the 250 MBO parent-well type curve, and
- Slide 13 summarizes takeaways in our knowledge of the Osage/Meramec resource, learnings on spacing, and implications for rigs/development.

Hal



**PX 347**

**From:** "Coats, Stephen" <scoats@riverstonellc.com>  
**Sent:** Mon, 17 Dec 2018 14:23:28 +0000 (UTC)  
**To:** "Lapeyre, Pierre F." <pierre@riverstonellc.com>; "Leuschen, David" <david@riverstonellc.com>  
**Subject:** PressRelease 12.16 Afternoon Draft  
**Attachments:** PressRelease 12.16 Afternoon Draft.docx

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I have added some of my own comments on the press release. You may want to adjust the quote, but I was trying to capture the idea that it was a sacrifice to give up the Meridian team at RSH but still worth it.



## Alta Mesa Resources, Inc.

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### ALTA MESA ANNOUNCES LEADERSHIP TRANSITION

Houston, Texas – December 20, 2018 – Alta Mesa Resources, Inc., (NASDAQ: AMR, “Alta Mesa Resources”, or the “Company”) today announced the resignations of Harlan H. Chappelle, President and Chief Executive Officer and Michael E. Ellis, Vice President and Chief Operating Officer—Upstream. [Mr. Chappelle and Mr. Ellis will also resign as members of the Company’s board of directors.][Mr. Chappelle and Mr. Ellis will continue to serve as members of the Company’s board of directors.]

#### OPTION 1:

~~James Hackett, Executive Chairman of the Board, has been named Interim Chief Executive Officer of the Company. A search for a new Chief Executive Officer of the Company and Chief Operating Officer—Upstream will be conducted. Michael A. McCabe remains Vice President and Chief Financial Officer, as a search continues for his replacement.~~

~~Mr. Hackett commented: “Hal and Mike were critical in establishing our core upstream operating footprint in the STACK. The Company will announce leadership replacements as they occur and will share details of the 2019 operating and financial plan early next year.”~~

#### OPTION 2:

In connection with the resignations of Mr. Chappelle and Mr. Ellis, the Company announced that it has entered into a consulting agreement with Meridian Energy LLC (“Meridian”), which is led by Randy L. Limbacher, John H. Campbell and Mark P. Castiglione to serve as acting management. Meridian is a private equity portfolio advisory company sponsored by Riverstone Holdings, LLC, [one of] the Company’s largest shareholders. Mr. Limbacher will serve as the ActingInterim Chief Executive Officer, Mr. Campbell will serve as the ActingInterim Chief Operating Officer – Upstream and Mr. Castiglione will serve as an ActingInterim Vice President of the Company, until they either become permanent replacements for the prior leadership team, or are themselves replaced by internal or external leadership candidates. The new leadership team will share details of the 2019 operating and financial plan early next year.

Mr. Limbacher’s prior experience includes serving in Chairman, CEO, COO, and/or EVP roles in various E&P companies such as Samson Resources, Rosetta Resources, ConocoPhillips, and Burlington Resources. Mr. Campbell’s and Mr. Castiglione’s prior experiences were as President and/or senior executive positions in multiple organizations, such as Quantum Resources, LLC, Ocean Energy, El Paso Corp., and Burlington Resources. Riverstone commented: “The Meridian team’s experience has prepared them well for the task that the Company has ahead of it, winning back the confidence of shareholders and being ready on day one to maximize the value of the Company’s STACK assets. Riverstone will miss their day to day input and expertise in our own portfolio, but the Alta Mesa investment is an important one for Riverstone and its investors.”

Mr. Hackett commented: “Hal and Mike were critical in establishing our core upstream operating footprint in the STACK. We welcome Randy, John and Mark to Alta Mesa Resources and I look forward to working with them in this transitional period for the company. This senior executive team has deep

experience in public company leadership and the expectations demanded of those companies. All three are trained as petroleum engineers and have significant financial experience.”

Michael A. McCabe remains Vice President and Chief Financial Officer, as a search continues for his replacement.

Alta Mesa Resources, Inc. is an independent energy company focused on the development and acquisition of unconventional oil and natural gas reserves in the Anadarko Basin in Oklahoma, and through Kingfisher Midstream, LLC provides best-in-class midstream energy services, including crude oil and gas gathering, processing and marketing and saltwater disposal to producers in the STACK play.

**FOR MORE INFORMATION CONTACT:** Scott Grandt (281) 945-3357 [sgrandt@altamesa.net](mailto:sgrandt@altamesa.net)

**PX 348**



**From:** "Coats, Stephen" <scoats@riverstonellc.com>  
**Sent:** Wed, 19 Dec 2018 22:57:50 +0000 (UTC)  
**To:** "Lapeyre, Pierre F." <pierre@riverstonellc.com>  
**Subject:** Fwd: Confidential -- AMR PR drafts

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I know you thought this was important so I had asked to add it. Do you still feel it needs to be in?

Sent from my iPad

Begin forwarded message:

**From:** Jim Hackett <jimt@jimthackett.com>  
**Date:** December 19, 2018 at 5:49:51 PM EST  
**To:** steve coats <scoats@riverstonellc.com>, David Leuschen <David@riverstonellc.com>, Pierre Lapeyre <pierre@riverstonellc.com>  
**Cc:** Chelsea Williamson <cwilliamson@riverstonellc.com>  
**Subject:** Confidential -- AMR PR drafts

## EXTERNAL

We are still trying to pull everything together by tomorrow morning. Not sure if we will make Thursday announcement deadline, primarily due to Meridian agreement being finalized and pledge of shares at High Mesa requiring approval of 4 parties. But, we are getting there.

Regarding the PR, I have now removed the language I originally inserted, then removed, and then reinserted, related to Meridian being part of the Riverstone family. Three issues that I think it causes – a perception that 1) Riverstone is receiving an offset to its expenses by selling expensive “consulting services” to a public company in which it has a significant closely held interest, without ensuring the broader shareholder base that Meridian is available as a long-term team; 2) Riverstone is controlling the public Board, for its own agenda; and 3) Riverstone didn’t serve the public shareholders’ best interests in the de-SPAC, so why should RSH be allowed to control the company more directly through the insertion of more of its affiliated personnel. We, of course, view all of these perceptions as inaccurate and, in fact, feel we are bending over backwards to solve the problem. But, we should not try to explain all of that in a PR.

I suggest we handle orally whatever communication we need on this matter with the people to whom we want to communicate that we at Riverstone are a huge part of the solution.

Thanks. Let me know whether we need to visit by phone.

Jim

**Caution: This email originated outside of Riverstone. Please do not click links or attachments unless you recognize the sender and know the content is safe.**

**Exhibit**  
**CP - 0725**  
Coats



**PX 349**

**From:** "Coats, Stephen" <scoats@riverstonellc.com>  
**Sent:** Thu, 20 Dec 2018 01:06:34 +0000 (UTC)  
**To:** "Lapeyre, Pierre F." <pierre@riverstonellc.com>  
**Subject:** Re: Confidential -- AMR PR drafts

---

I have not spoken to him  
Am just interpreting his last email.

Stephen Coats  
Riverstone Holdings LLC  
Office: 212 993 0092  
Cell: 646 262 6813

On Dec 19, 2018, at 8:01 PM, Lapeyre, Pierre F. <pierre@riverstonellc.com> wrote:

Not worth the fight if any in my view I assuming coming from other pe vs Jim?

Sent from my iPad

On Dec 19, 2018, at 2:57 PM, Coats, Stephen <scoats@riverstonellc.com> wrote:

I know you thought this was important so I had asked to add it. Do you still feel it needs to be in?

Sent from my iPad

Begin forwarded message:

**From:** Jim Hackett <jimt@jimthackett.com>  
**Date:** December 19, 2018 at 5:49:51 PM EST  
**To:** steve coats <scoats@riverstonellc.com>, David Leuschen <David@riverstonellc.com>, Pierre Lapeyre <pierre@riverstonellc.com>  
**Cc:** Chelsea Williamson <cwilliamson@riverstonellc.com>  
**Subject:** Confidential -- AMR PR drafts

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for its own agenda; and 3) Riverstone didn't serve the public shareholders' best interests in the de-SPAC, so why should RSH be allowed to control the company more directly through the insertion of more of its affiliated personnel. We, of course, view all of these perceptions as inaccurate and, in fact, feel we are bending over backwards to solve the problem. But, we should not try to explain all of that in a PR.

I suggest we handle orally whatever communication we need on this matter with the people to whom we want to communicate that we at Riverstone are a huge part of the solution.

Thanks. Let me know whether we need to visit by phone.

Jim

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EXHIBIT 350

**PX 350**

**From:** "Coats, Stephen" <scoats@riverstonellc.com>  
**Sent:** Thu, 20 Dec 2018 21:50:48 +0000 (UTC)  
**To:** 'Scott Grandt' <sgrandt@AltaMesa.net>  
**Cc:** Jim Hackett <jhackett@AltaMesa.net>; "Dodds Williamson, Chelsea" <cwilliamson@riverstonellc.com>  
**Subject:** RE: Press Release

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Scott,

I think there was a screw up in the posting on yahoo, because the one that Pierre was getting calls on the first one I saw had no reference to RSH, but now both Bloomberg and yahoo do. Sorry for the firedrill, but it is fine.

---

**From:** Scott Grandt [mailto:sgrandt@AltaMesa.net]  
**Sent:** Thursday, December 20, 2018 4:31 PM  
**To:** Coats, Stephen  
**Cc:** Jim Hackett; Dodds Williamson, Chelsea  
**Subject:** Press Release

**EXTERNAL**

Steve,

Jim asked me to close the loop with you on the press release that went out. The last version of a mark up I got from Riverstone had me mentioning that Mr. Limbacher, Mr. Campbell and Mr. Castiglione have worked with Riverstone Holdings LLC since June 2017. I think that was actually your language to not make it sound like Meridian was a portfolio company.

Not sure if wires go crossed somewhere. Shoot me a note if you'd like to connect. I'm stepping into our all employee meeting but if you'd like to talk please shot me a note and I can step out.

Thanks,  
Scott

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Scott Grandt  
Vice President Finance and Investor Relations  
Alta Mesa Resources, Inc.  
O: 281-945-3357  
[REDACTED]  
[sgrandt@altamesa.net](mailto:sgrandt@altamesa.net)

**Caution: This email originated outside of Riverstone. Please do not click links or attachments unless you recognize the sender and know the content is safe.**

EXHIBIT 351

**PX 351**



**From:** "Coats, Stephen" <scoats@riverstonellc.com>  
**Sent:** Thu, 20 Dec 2018 17:01:54 +0000 (UTC)  
**To:** "Leuschen, David" <david@riverstonellc.com>  
**Subject:** Re: Lapeyre - Important PR Question

---

Have a vm into Jim and Chelsea is sending Him specific language. I don't expect there's going to be any pushback. Will let you know

Stephen Coats  
Riverstone Holdings LLC  
Office: 212 993 0092  
[REDACTED]

> On Dec 20, 2018, at 11:58 AM, Leuschen, David <david@riverstonellc.com> wrote:

>  
> needs to be done. it is a fact AND his most recent job. otherwise looks like we went to quantum to get him  
>

> Sent from my iPhone

> [REDACTED]  
> david@riverstonellc.com

>  
>> On Dec 20, 2018, at 9:46 AM, Hackett, Jim <JHackett@riverstonellc.com> wrote:  
>>

>> Let me explore mentioning Riverstone in addition to Quantum.  
>>

>>> On Dec 20, 2018, at 10:31 AM, Dodds Williamson, Chelsea <cwilliamson@riverstonellc.com> wrote:  
>>>

>>> We could also consider sending a separate email to Riverstone LPs updating them on the management change. Let me know if you want to go that direction, and I will work with our team to get it drafted.  
>>>

>>> -----Original Message-----

>>> From: Lapeyre, Pierre F.

>>> Sent: Thursday, December 20, 2018 9:29 AM

>>> To: Hackett, Jim

>>> Cc: Leuschen, David; Tichio, Robert; Dodds Williamson, Chelsea; Coats, Stephen

>>> Subject: Lapeyre - Important PR Question  
>>>

>>> I am not jumping up and down over this but the PR seems odd to have no mention of RSH - members of the Meridian team have their past activities with Quantum listed multiple times - i would think our SPAC investors would appreciate knowing that all of us. - you, me, David and RSH broadly are part of the intervention/solution here - are you confident we are not sending the wrong message without it? I fully appreciate it can be part of the oral overtone as well, but many may never see/hear that - we are trying to bring a "franchise solution" to the issues facing AMR and i would think it is noteworthy - i would ask all consider that one more time..

>>>

>>> Sent from my iPad

**Exhibit**  
**CP - 0726**  
Coats

EXHIBIT 352

**PX 352**

**From:** "Coats, Stephen" <scoats@riverstonellc.com>  
**Sent:** Thu, 20 Dec 2018 19:58:25 +0000 (UTC)  
**To:** "Lapeyre, Pierre F." <pierre@riverstonellc.com>; "Leuschen, David" <david@riverstonellc.com>  
**Subject:** Fwd:

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I appealed for a few months of reimbursement for Fund VI so we don't look like we carried the other investors. As you see below, Jim says he will take it to the board.

Sent from my iPad

Begin forwarded message:

**From:** "Dodds Williamson, Chelsea" <cwilliamson@riverstonellc.com>  
**Date:** December 20, 2018 at 11:00:08 AM EST  
**To:** "Coats, Stephen" <scoats@riverstonellc.com>

Jim is going to take Riverstone reimbursement to the board after this announces. It will only cover G&A as it relates 100% to Meridian's AMR work, and Riverstone will have already released Meridian, so we don't have much leverage if the board says no, but it's better than nothing.

Chelsea Dodds Williamson  
Riverstone Holdings LLC  
1000 Louisiana Street, Suite 1450  
Houston, TX 77002  
Office: (713) 357-1363  
[REDACTED]  
[cwilliamson@riverstonellc.com](mailto:cwilliamson@riverstonellc.com)

**Exhibit**  
**CP - 0727**  
Coats